

Hemang Resources Limited

(Formerly Bhatia Industries & Infrastructure Limited)

CIN : L65922TN1993PLC101885

23rd Annual Report 2015-2016

Registered Office

Plot No. 4, 6th Avenue, Harington Road, Chetpet, Chennai, Tamil Nadu - 600031

Tel.: 044-45590053 , 044-28362127 • Fax: 044-45590057

Email: cs@bhatiacoalindia.com website: <http://bhatiacoalindia.com/BIIL/Index.htm>.

BOARD OF DIRECTORS

Mr. Chitranjan Singh Kahlon	:	Director
Mr. Prem Prakash Agarwal	:	Director
Mr. Shashikant Vyankatesh Chaoji	:	Director
Mr. T. Balaji Achar	:	Whole Time Director
Mrs. Varsha Jain	:	Additional Director

KEY MANAGERIAL PERSONNEL

Mr. T. Balaji Achar	:	CEO
Mr. M. S. Balaji Rao	:	CFO
Mr. Pratap Kumar Samantaray	:	Company Secretary & Compliance Officer

REGISTERED OFFICE

Plot No. 4, 6th Avenue, Harington Road, Chetpet, Chennai, Tamil Nadu - 600031

BANKERS

Bank of India
Central Bank of India

AUDITORS**For 2015-16**

Jain & Thakkar
Chartered Accountants
63/2, Perianna Street,
2nd Floor, Periamet,
Chennai - 600003

REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Private Limited
C-13, Pannalal Silk Mills, Compound,
L.B.S. Marg, Bhandup (West)
Mumbai - 400 078

CIN & WEBSITE

CIN - L65922TN1993PLC101885
WEBSITE: <http://bhatiacoalindia.com/BIIL/Index.htm>.

Important Communication to Members

- The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating services of notice/documents including Annual Report can be sent by e-mail to its member. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holding with the Depository through their concerned Participants. Member who hold shares in physical form are requested to register their e-mail id with Company/ Registrar and Transfer and Agent, M/s. Link Intime India Private Limited.
- **Demat Your Shares:** Members are requested to convert their physical shareholding to demat/ electronic form through any of the nearest depository participants (DPs) to avoid the hassles as possibility of loss, mutilation, etc. and also to ensure safe and speedy transactions in the securities.
- **Register Nominations:** To help your successors get the shares transmitted in their favour, please register your nomination. Members desirous of availing this facility may submit nomination form which can be obtained from Link Intime India Private Limited. Members holding shares in dematerialized form are requested to register their nomination directly with their respective DPs.

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HEMANG RESOURCES LIMITED

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CIN: L65922TN1993PLC101885

Registered Office: "Plot No.4, 6th Avenue, Harington Road, Chetpet, Chennai, Tamil Nadu-600031"

Email: cs@bhatiacoalindia.com website: <http://bhatiacoalindia.com/BIIL/Index.htm>.

Tel.: 044-45590053, 044-28362127 • Fax: 044-45590057

NOTICE

NOTICE is hereby given that the **Twenty Third Annual General Meeting** of the Members of Hemang Resources Limited (Formerly, Bhatia Industries & Infrastructure Limited) will be held on Wednesday, the **28th of September, 2016 at 11.30 A.M.** at Plot No. 4, 6th Avenue, Harington Road, Chetpet, Chennai, Tamil Nadu - 600031 to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Financial Statements as at March 31, 2016 together with the Reports of the Auditors and Directors thereon.
2. To appoint a director in Place of **Mr. P. P. Agarwal** (DIN: 00038545), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify appointment of **M/s. Jain & Thakker**, Chartered Accountant, (FRN-014829S) as Statutory Auditors of the Company for the year 2016-17 and to fix their remuneration.

SPECIAL BUSINESS

4. Appointment of **Mrs. Varsha Jain** (DIN: 07340678) as a Director of the Company.
To consider and if thought fit to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**;
"**RESOLVED THAT** Ms. Varsha Jain (DIN: 07340678) who was appointed by the Board of Directors as an additional director under Section 161(1) of the Companies Act, 2013 and who vacates her office at his annual general meeting and in respect of whom a notice in writing pursuant to Section 160 of the Companies Act, 2013 has been received in the prescribed manner, be and is hereby appointed as a Director of the Company, liable to retire by rotation."
5. Adoption of New set of Article of Association of the Company.
To consider and if thought fit pass the following resolution, with or without modification(s), the following Resolution as an **Special Resolution**;
"**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the new set of Articles of Association of the Company, as available for inspection in the registered office of the company, be and is hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company with immediate effect;
"**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and actions as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board

For, Hemang Resources Limited

(Formerly, Bhatia Industries & Infrastructure Limited)

Sd/-

Pratap Kumar Samantaray

Company Secretary

Place: Indore

Date : 11.08.2016

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE ENCLOSED PROXY FORM, IF INTENDED TO BE USED, SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED IN NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.
A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
2. The business set out in the notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are

given in this under Note no. 18 The Company will also send communication relating to remote e- voting which inter alia would contain details about User ID and password along with a copy of this notice to the members separately.

3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. Members / proxies should bring Attendance Slips duly filled, for handing over at the venue of the meeting.
5. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexure hereto and forms part of notice.
6. The documents referred to in the accompanying Notice and Explanatory Statement thereto, will be open for inspection by members, at the Registered Office of the Company on all working days except Sundays and Public holidays, between 11.00 a.m. and 2.00 p.m. upto the date of the Annual General Meeting.
7. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
8. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015, the Company is pleased to provide vote on resolutions proposed to be passed in the meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e- voting').
9. The facility for voting either through electronic voting system or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have already cast their vote by remote e- voting shall not be able to exercise their voting right at the meeting. However there is no restriction to the members who have already exercised their voting right through remote e-voting to attend the meeting.
10. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the Agency to provide e-voting facility.
11. The Board of Directors of the Company has appointed Mr. Ajit Jain, a Practicing Company Secretary, CP No. - 2876 Indore as Scrutinizer to scrutinize the voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
12. Voting rights shall be reckoned on the paid-up value of shares registered in the name of member/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 21st September 2016.
13. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 21st September 2016 only shall be entitled to avail the facility of remote e-voting.
14. Any person who becomes a member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. 19th August 2016, may obtain the User ID and password in the manner as mentioned below points.
15. The remote e-voting facility will be available during the following period:
Commencement of e-voting: From 09.00 AM on 25th September 2016
End of e-voting: Up to 05.00 PM on 27th September 2016
The remote e-voting will not be allowed beyond the aforesaid date and time.
16. The Scrutinizer, after scrutinizing the votes cast at the meeting on 28th September 2016 and through remote e- voting, will not later than three days of conclusion of the meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared alongwith the consolidated scrutinizer's report shall be placed on the website of the Company www.bhatiacoalindia.com/BIIL/AnnualResult.htm and on the website of CDSL www.cdslindia.com. The results shall simultaneously be communicated to the Stock Exchange.
17. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting, i.e. 28th September, 2016.
- 18. Instructions and other information relating to remote e-voting:**
 - (i) The voting period begins on 09.00 AM on 25th September 2016 and ends on 05.00 PM on 27th September 2016. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21st September 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant i.e, Hemang Resources Limited on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xix) **Note for Non-Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

19. The Register of Members and the share Transfer Books of the Company shall remain closed for the purpose of Annual General Meeting from 24th September 2016 to 28th September 2016 (both days inclusive).
20. Pursuant to provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, and in terms of the approval given by the members at the AGM of the company held on 30th September 2015, the current auditors of the Company, Jain & Thakkar, Chartered Accountants are eligible to hold the office for period of five years, subject to ratification by members at every subsequent annual general meeting. The ratification of appointment of Jain & Thakkar, Chartered Accountants as auditors from the conclusion of this annual general meeting till the conclusion of the next annual general meeting along with their remuneration has been put up for the approval of members.
21. In terms of section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the listed companies may sent the notice of annual general meeting and the annual report, including Financial Statements, Board report, etc. by electronic mode. The company is accordingly forwarding soft copies of the above referred documents to all those members, who have registered their email ids with their respective depository participants or with the share transfer agent of the Company.
22. Members holding shares in electronic form are requested to intimate immediately any changes in their address or bank mandates to their Depository Participant with whom they are maintaining their Demat Accounts. Members holding shares in physical form are requested to advise any change in addresses immediately to Company/Registrar and Share Transfer Agents, Link Intime India Private Limited.

By Order of the Board
For, Hemang Resources Limited
(Formerly, Bhatia Industries & Infrastructure Limited)

Place: Indore
Date : 11.08.2016

Sd/-
Pratap Kumar Samantaray
Company Secretary

ANNEXURE TO NOTICE

Brief Profile of Director Mr. P. P. Agarwal, pursuant to Regulation 36(2) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015

Mr. Prem Prakash Agarwal, Non-Executive Director(DIN: 00038545) was born on 14th October, 1942.

He is a Chartered Accountant by Qualification and having a wide experience of about 3 decades in the field of Finance and Accounts.

He is having a vast experience in company affairs, corporate taxation, financial and commercial matters.

Mr. Agrawal has dynamic leadership qualities with considerable experience in business administration controlling commercial matters. He is an Expert in dealing with various Government / local authorities including autonomous bodies and organizations.

He is a Non-executive Director of the Company appointed w.e.f. 09.07.2015.

He is not related to any Director of the Company for the purpose of the provisions of Companies Act, 2013.

He is not holding Directorship in any other Listed Company. He is not holding any shares of Company.

EXPLANATORY STATEMENT U/S 102 OF THE COMPANIES ACT, 2013

Item No. 4

Brief Profile of Director Mrs. Varsha Jain, pursuant to Regulation 36(2) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

Mrs. Varsha Jain, Director (DIN: 07340678) was born on 09th November, 1987. Mrs. Varsha Jain is MBA (Foreign Trade) by qualification.

She is having good Work Exposure in the Forex Trading.

She is a Non-executive Women Director of the Company appointed w.e.f 12.12.2015.

She is not related to any Director of the Company for the purpose of the provisions of Companies Act, 2013.

She is not holding Directorship in any other Listed Company.

Mrs. Varsha Jain is not holding any of the Shares of the Company.

The Board of Director is of opinion that her knowledge and experience will be of great value to the Company and hence recommend the resolution at Item no 04 of this notice for your approval. Notice received under section 160 of the Companies Act, 2013 is available for inspection by the member at the Registered Office of the Company during the business hour on any working day up to the date of Annual General Meeting.

Your Directors recommend to pass above resolution as Ordinary Resolution given in the notice for calling Annual General Meeting.

Item No. 5

Hemang Resources Limited (CIN: L65922TN1993PLC101885) (Formerly Bhatia Industries & Infrastructure Limited) which was incorporated in the year 1993 under the provisions of Companies Act, 1956 with the name & style of BCC Housing Finance and Leasing Company Limited as a Non-Banking Financial Institution. The company was initially engaged in finance of leasing and hire purchase business. In the year 1994 the name of the Company changed to BCC Finance Limited and in the year 2006 it was changed to Bhatia Industries & Infrastructure Limited. The Name of the Company was further changed to Hemang Resources Limited in the year 2015 under the provisions of the Companies Act, 2013.

The existing Articles of Association ("AOA") were based on the Companies Act, 1956 and several clauses / regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and which are no longer in force. The Existing regulations of the Articles of Association are replaced by the new set of regulations and adopted as new set of Articles of Association as per the requirements of Table F of First Schedule in the Companies Act, 2013. The modification in Articles of association is carried out to give effect to provisions of the Companies Act, 2013. Consent of the shareholders by way of a Special Resolution is required in this regard.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution. The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution.

The Articles of Association ("AoA") of the Company is presently in force are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 ('New Act'). The New Act is now largely in force and substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act several articles of the existing Articles of Association of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles.

It is thus expedient to adopt new set of Articles of Association (primarily based on Table F set out under the Companies Act, 2013), in place of existing Articles of Association of the Company instead of amending the Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013. Hence the Board of Directors at its meeting held on August 11, 2016 decided to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same.

In terms of Section 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

Your approval is sought by voting via e-Voting in terms of the provisions of inter-alia, Section 14 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014. A copy of the proposed set of new Articles of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Saturdays, between 11.00 a.m. to 2.00 p.m.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested in the said resolution.

By Order of the Board
For, Hemang Resources Limited
(Formerly, Bhatia Industries & Infrastructure Limited)

Sd/-
Pratap Kumar Samantaray
Company Secretary

Place: Indore
Date : 11.08.2016

DIRECTORS' REPORT

To,
The Members,
Hemang Resources Limited
(Formerly Bhatia Industries & Infrastructure Limited)
CIN: L65922TN1993PLC101885

Your Directors have pleasure in presenting the Twenty Third Annual Report and the Company's audited financial statement for the financial year ended March 31, 2016.

FINANCIAL RESULTS

The summary of the financial result of the Company for the year under review are as under:

(₹ in Lac)

	For the year ended 31.03.2016	For the year ended 31.03.2015
Sales & Other Income	43874.40	62993.09
Profit / (Loss) before Depreciation, Finance Cost & Tax	1257.68	1613.00
Less: Depreciation & Amortization	0.89	0.29
Finance Cost	1077.24	755.37
Profit/(Loss) before tax	179.55	857.34
Add\ (Less) : Prior period adjustments	-	-
Less : Provision for Income-Tax	50.35	282.04
Profit/(Loss) after Tax	129.20	575.30
Add: Balance brought forward from last year	1435.60	936.64
Add: Reversed from Capital Redemption Reserve	-	-
Amount available for Appropriation	1564.81	1511.94
Less: Proposed Dividend on preference shares	-	16.00
Less: Proposed Dividend on Equity Share Capital	-	-
Less: Dividend Distribution Tax	-	3.20
Less: Transfer to Capital Redemption Reserve	57.14	57.14
Balance carried forward	1507.66	1435.61

There is no change in the nature of business.

PERFORMANCE REVIEW

During the year under review, your Company has posted Turnover of ₹ 43874.40 Lacs as compared to the turnover of ₹ 62993.09 Lacs in previous year and Profit after tax of ₹ 129.30 Lacs as compared to the Profit after tax of Rs.575.30 Lacs in previous year.

SHARE CAPITAL

The paid up share capital as on March 31, 2016 was ₹ 21.20 crores. There was no public issue, right issue, bonus issue or preferential issue, etc. during the year. The Company has not issued shares with differential voting rights, sweat equity shares, not has it granted any stock options.

RESERVE

During the year under review, Company has transferred ₹ 57.14 Lacs to Capital Redemption Reserve and no amount was transferred to General Reserve.

DIVIDEND

With a view to plough back the profit of the Company for future expansion/requirements, your directors do not recommend dividend to Equity Shareholders and as per condition of lending banks, Board of Directors did not recommend the dividend of ₹ 16.00 Lacs on 8,00,000 2% Cumulative Redeemable Preference Shares of face value of ₹ 100/- each, for the Financial year ended 31st March 2016.

PUBLIC DEPOSITS

During the year under review, the Company has not invited or accepted any public deposits in accordance with the provisions of Section 73 of the Companies Act, 2013 read with The Companies (Acceptance of Deposits) Rules, 2014.

DIRECTORS

Pursuant to Articles of Association of the Company and Sub Section (1) of Section 161 of the Companies Act, 2013 read with The Companies (Appointment and Qualification of Directors) Rules, 2014, Mrs. Varsha Jain was appointed as Additional

Director of the Company w.e.f. December 12, 2015 who shall hold office upto the date of next Annual General Meeting or last date on which the Annual General Meeting should have been held, whichever is earlier.

During the period under review Mr. J. K. Jain (DIN-00051878), Ms. Komal Thakkar (DIN-07062825) and Mr. Chitranjan Singh Kahlon (DIN-02823501) have tendered their resignations from directorship of Company w.e.f. July 10, 2015, July 09, 2015 and July 14, 2016 respectively.

In light of the provisions of the Companies Act, 2013 Mr. Prem Prakash Agarwal retire from the Board by rotation this year and being eligible, offer himself for re-appointment. The information as required to be disclosed under regulation, 2015 in case of re-appointment of the directors is provided in the Notice of the ensuing annual general meeting.

DECLARATION BY INDEPENDENT DIRECTORS

The independent directors have submitted the declaration of independence, as required pursuant to section 149(7) of the Companies Act, 2013 stating that they meet the criteria of independence as provided in sub-section (6).

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of knowledge and belief and according to the information and explanations obtained by them, your directors make the following statement in terms of Section 134(3)(c) of the Companies Act, 2013:

- a) in the preparation of the annual accounts for the year ended March 31, 2016, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2016 and of the profit of the Company for the year ended on that date;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis.
- e) The directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and where operating effectively.
- f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DETAIL IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SECTION 143(12)

During the year under review, there were no frauds reported by the auditors to the Audit Committee or the Board under Section 143(12) of the Companies Act, 2013.

SUBSIDIARY, ASSOCIATE & JOINT VENTURE

Company doesn't have any subsidiary, associate and Joint Venture Company and no company have become or ceased to be its subsidiaries, joint venture or associates companies during the year.

PRESENTATION FINANCIAL STATEMENTS

The financial statements of the Company for the year ended March 31, 2016 have been disclosed as per Schedule III to the Companies Act, 2013.

KEY MANAGERIAL PERSONNEL

Ms. Ramandeep Kaur Bhatia, Company Secretary and Compliance Officer of the Company has resigned from the position of Company Secretary and Compliance Officer with effect from October 03, 2015 and Mr. Pratap Kumar Samantaray were appointed as Company Secretary and Compliance officer of the Company pursuant to Section 203 of the Companies Act, 2013 with effect from January 01, 2016.

Mr. B. L. Kakrecha, Chief Executive Officer of the Company has resigned from position of Chief Executive Officer of the Company w.e.f. February 12, 2016 and Mr. Tamraparni Balaji Achar, has been appointed as Chief Executive Officer w.e.f. February 12, 2016.

As on date of report following are Key Managerial Personnel of the Company:

<u>S.No.</u>	<u>Name of the person</u>	<u>Designation</u>
1	Mr. Tamraparni Balaji Achar	Whole Time Director & Chief Executive Officer
2	Mr. M. S. Balaji Rao	Chief Financial Officer
3	Mr. Pratap Kumar Samantaray	Company Secretary & Compliance Officer

FORMAL ANNUAL EVALUATION OF THE PERFORMANCE OF BOARD, ITS COMMITTEES AND DIRECTORS

Information on the manner in which formal annual evaluation has been made by the Board of its own performance and that of its Committees and individual directors is given in the Corporate Governance Report.

STATUTORY AUDITORS

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, the current auditors of the Company, M/s. Jain & Thakker., Chartered Accountants, Chennai, having Firm Registration number 014829S, were appointed